

United States Bankruptcy Court

Northern District of Texas

INVOLUNTARY PETITION

IN RE (Name of Debtor - If Individual: Last, First, Middle)
 Vitro America, LLC

ALL OTHER NAMES used by debtor in the last 8 years
 (Include married, maiden, and trade names.)
 Vitro America, Inc.
 VVP America, Inc.

Last four digits of Social-Security or other Individual's Tax-I.D. No./Complete EIN
 (If more than one, state all.): 54-0141190

STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code)
 965 Ridge Lake Blvd., Suite 300
 Memphis, TN 38120
 COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS

ZIP CODE

ZIP CODE

LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addresses)

CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED

Chapter 7 Chapter 11

INFORMATION REGARDING DEBTOR (Check applicable boxes)

Nature of Debts
 (Check one box.)

Petitioners believe:

Debts are primarily consumer debts
 Debts are primarily business debts

Type of Debtor
 (Form of Organization)

Individual (Includes Joint Debtor)
 Corporation (Includes LLC and LLP)
 Partnership
 Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business
 (Check one box.)

Health Care Business
 Single Asset Real Estate as defined in
 11 U.S.C. § 101(51)(B)
 Railroad
 Stockbroker
 Commodity Broker
 Clearing Bank
 Other

VENUE

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
 A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.

FILING FEE (Check one box)

Full Filing Fee attached
 Petitioner is a child support creditor or its representative, and the form specified in § 304(g) of the Bankruptcy Reform Act of 1994 is attached.

[If a child support creditor or its representative is a petitioner, and if the petitioner files the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.]

PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER
 OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)

Name of Debtor
 See Attached Annex A

Case Number

Date

Relationship

District

Judge

ALLEGATIONS
 (Check applicable boxes)

1. Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. § 303(b).
2. The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code.
- 3.a. The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute as to liability or amount;
 or
 b. Within 120 days preceding the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.

COURT USE ONLY

Name of Debtor Vitro America, LLC
Case No. _____

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and

R.D. CH

Signature of Petitioner or Representative (State Title)

Knighthead Master Fund, L.P.

11/17/10

Name of Petitioner

Date Signed

Name & Mailing
Address of Individual

Knighthead Master Fund, L.P. c/o
Knighthead Capital Management, LLC
623 Fifth Avenue, 29th Floor
New York, NY 10022

Signing in Representative
Capacity

Knighthead Capital Management, L.L.C.,
Investment Manager
Ara Cohen, Managing Member

Petitioner(s) declare under penalty of perjury that the foregoing is true and

X

Signature of Petitioner or Representative (State Title)

Name of Petitioner

Date Signed

Name & Mailing
Address of Individual
Signing in Representative
Capacity

Petitioner(s) declare under penalty of perjury that the foregoing is true and

X

Signature of Petitioner or Representative (State Title)

Name of Petitioner

Date Signed

Name & Mailing
Address of Individual
Signing in Representative
Capacity

PETITIONING CREDITORS

Name and Address of Petitioner Knighthead Master Fund, L.P. c/o Knighthead Capital Management, LLC 623 Fifth Avenue, 29th Floor New York, NY 10022	Nature of Claim Beneficial Interests in 9-1/8% Senior Notes and 8-5/8% Senior Notes	Amount of Claim \$42,047,250.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim

Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.

Total Amount of
Petitioners' Claims

X continuation sheets attached

Name of Debtor Vitro America, LLC
Case No.

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x 
Signature of Petitioner or Representative (State Title)

Brookville Horizons Fund, L.P. 11/17/10
Name of Petitioner Date Signed
Name & Mailing Brookville Horizons Fund, L.P.
Address of Individual 2 Greenwich Plaza
Greenwich, CT 06830
Signing in Representative Brookville Horizons Fund GP, LLC
Capacity T.A. McKinney, Authorized Signatory

x /s/ Jeff Prostok
Signature of Attorney J.P. 11/17/10
Date

Jeff Prostok
Name of Attorney Firm (If any)
Jeff Prostok John K. Cunningham
Forshey Prostok LLP White & Case LLP
777 Main Street, Suite 1290 200 S. Biscayne Blvd., Suite 4900
Fort Worth, TX 76102 Miami, FL 33131

Address

Telephone No. (817) 877-8855

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x
Signature of Petitioner or Representative (State Title)

Name of Petitioner Date Signed
Name & Mailing
Address of Individual
Signing in Representative
Capacity

x
Signature of Attorney Date

Name of Attorney Firm (If any)

Address

Telephone No.

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x
Signature of Petitioner or Representative (State Title)

Name of Petitioner Date Signed
Name & Mailing
Address of Individual
Signing in Representative
Capacity

x
Signature of Attorney Date

Name of Attorney Firm (If any)

Address

Telephone No.

PETITIONING CREDITORS

Name and Address of Petitioner <u>Brookville Horizons Fund, L.P.</u> <u>2 Greenwich Plaza</u> <u>Greenwich, CT 06830</u>	Nature of Claim Beneficial interests in 9-1/8% Senior Notes	Amount of Claim <u>\$2,000,000.00</u>
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim

Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.

Total Amount of
Petitioners' Claims

x continuation sheets attached

Name of Debtor Vitro America, LLC
Case No. _____

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and

Aug 11/10
x _____
Signature of Petitioner or Representative (State Title)

Davidson Kempner Distressed Opportunities Fund LP 11/17/10
Name of Petitioner _____ Date Signed _____
Name & Mailing _____
Address of Individual _____
Signing in Representative _____ Capacity _____
Davidson Kempner Distressed Opportunities Fund LP
65 East 55th Street, 19th Floor
New York, NY 10022
Anthony A. Yoseloff
Managing Member

x /s/ Jeff Prostok Jeff Prostok
Signature of Attorney _____ Date _____

Jeff Prostok
Name of Attorney Firm (If any)
Jeff Prostok _____ John K. Cunningham _____
Forshey Prostok LLP _____ White & Case LLP _____
777 Main Street, Suite 1290 _____ 200 S. Biscayne Blvd., Suite 4900 _____
Fort Worth, TX 76102 _____ Miami, FL 33131 _____

Address _____

Telephone No. (817) 877-8855

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x _____
Signature of Petitioner or Representative (State Title)

Name of Petitioner _____ Date Signed _____
Name & Mailing _____
Address of Individual _____
Signing in Representative _____ Capacity _____

x _____
Signature of Attorney _____ Date _____

Name of Attorney Firm (If any) _____

Address _____

Telephone No. _____

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x _____
Signature of Petitioner or Representative (State Title)

Name of Petitioner _____ Date Signed _____
Name & Mailing _____
Address of Individual _____
Signing in Representative _____ Capacity _____

x _____
Signature of Attorney _____ Date _____

Name of Attorney Firm (If any) _____

Address _____

Telephone No. _____

PETITIONING CREDITORS

Name and Address of Petitioner	Nature of Claim	Amount of Claim
Davidson Kempner Distressed Opportunities Fund LP 65 East 55th Street, 19th Floor New York, NY 10022	Beneficial interests in 9-1/8% Senior Notes, 11- 3/4% Senior Notes and 8-5/8% Senior Notes	\$11,637,000.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim

Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.

Total Amount of
Petitioners' Claims

x continuation sheets attached

Name of Debtor Vitro America, LLC
Case No.

Check this box if there has been a transfer of any claim against the debtor or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).

TRANSFER OF CLAIM

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and

Lawrence H. Kaplan
x _____
Lawrence H. Kaplan, Vice President & Secretary

Signature of Petitioner or Representative (State Title)

Lord Abbett Bond-Debenture Fund, Inc.

1/17/0
Date Signed

Name & Mailing Lord Abbett Bond-Debenture Fund, Inc.
Address of Individual 90 Hudson Street Jersey City, NJ 07302
Signing in Representative Attn: John K. Forst, Esq.
Capacity

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x _____
Signature of Petitioner or Representative (State Title)

Name of Petitioner _____ Date Signed _____
Name & Mailing _____
Address of Individual _____
Signing in Representative _____
Capacity

Petitioner(s) declare under penalty of perjury that the foregoing is true and

x _____
Signature of Petitioner or Representative (State Title)

Name of Petitioner _____ Date Signed _____
Name & Mailing _____
Address of Individual _____
Signing in Representative _____
Capacity

x /s/ Jeff Prostok
Signature of Attorney

M. Prostok 1/17/0
Date

Jeff Prostok

Name of Attorney Firm (If any)

Jeff Prostok John K. Cunningham
Forshey Prostok LLP White & Case LLP
777 Main Street, Suite 1290 200 S. Biscayne Blvd., Suite 4900
Fort Worth, TX 76102 Miami, FL 33131

Address _____

Telephone No. (817) 877-8855

x _____
Signature of Attorney Date

Name of Attorney Firm (If any)

Address _____

Telephone No. _____

x _____
Signature of Attorney Date

Name of Attorney Firm (If any)

Address _____

Telephone No. _____

PETITIONING CREDITORS

Name and Address of Petitioner Lord Abbett Bond-Debenture Fund, Inc. 90 Hudson Street Jersey City, NJ 07302 Attn: John K. Forst, Esq.	Nature of Claim Beneficial interests in 9-1/8% Senior Notes	Amount of Claim \$20,000,000.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims

continuation sheets attached

Annex A

Bankruptcy Cases Concurrently Filed Against Any Partner or Affiliate of the Debtor

Involuntary petitions under chapter 11 of title 11 of the United States Code are being filed in this Court against the following affiliated entities listed below:

Amsilco Holdings, Inc.

B.B.O. Holdings, Inc.

Binswanger Glass Company

Crisa Corporation

Super Sky International, Inc.

Super Sky Products, Inc.

Troper Services, Inc.

V-MX Holdings, LLC

Vitro America, LLC

Vitro Asset Corp.

Vitro Chemicals, Fibers & Mining, LLC

Vitro Packaging, LLC

VVP Auto Glass, Inc.

VVP Finance Corporation

VVP Holdings, LLC

CORPORATE OWNERSHIP STATEMENT

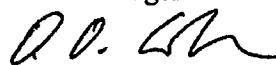
Rule 1007(a)(1) and Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") incorporate the disclosure required under Bankruptcy Rule 7007.1, which provides that any corporation that is party to an adversary proceeding shall file a statement that identifies any corporation that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or otherwise states that there are no entities to report. Knighthead Master Fund, L.P. (the "Petitioning Creditor") hereby submits that it is a limited partnership, and therefore is not subject to the disclosure requirements contained in Bankruptcy Rule 7007.1.

In accordance with 28 U.S.C. § 1746, I, the undersigned authorized officer of the Petitioning Creditor, hereby declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief.

Date: November 17, 2010

KNIGHTHEAD MASTER FUND, L.P.

By: Knighthead Capital Management, L.L.C., its
Investment Manager



Name: Ara Cohen
Title: Managing Member

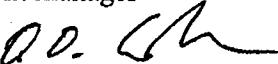
**Rule 1003 Statement Regarding Claims of
Knighthead Master Fund, L.P.**

The undersigned hereby state that the claims totaling \$42,047,250 held by Knighthead Master Fund, L.P. (the "Petitioning Creditor") against the company named in the attached involuntary petition (the "Debtor") were acquired on various dates in a range of consideration from 44.00% to 50.13% as reflected in the attached documents. Such claims are based on the Petitioning Creditor's holdings of \$42,047,250 outstanding amount of Series of Notes Held: \$21,844,000 9¹/₈ Senior Notes due 2017 and \$20,203,250 8⁵/₈ due 2012. Such claims are based upon principal only and are exclusive of interest, fees, costs and other charges. The Petitioning Creditor acquired its claims on the open market for investment purposes and not for the purpose of commencing a bankruptcy case against the Debtor.

Date: November 17, 2010

KNIGHTHEAD MASTER FUND, L.P.

By: Knighthead Capital Management, L.L.C., its investment manager

By 
Ara Cohen
Managing Member

Vitro 9 1/8 02/01/17

Trade date	SettleDt	Account	B/S	Qty	Face value	Price	Purchased from
03/31/10	04/06/10	KHMF	B	2,850.00	2,850,000.00	45.00	BCAPUK
03/05/10	03/10/10	KHMF	B	1,900.00	1,900,000.00	48.50	JPCHUS
03/05/10	03/10/10	KHMF	B	3,325.00	3,325,000.00	48.13	BCAPUK
01/20/10	01/25/10	KHMF	B	1,900.00	1,900,000.00	50.13	PRINCE
01/19/10	01/22/10	KHMF	B	1,900.00	1,900,000.00	50.00	BCAPUK
01/19/10	01/22/10	KHMF	B	2,850.00	2,850,000.00	49.00	BCAPUK
01/12/10	01/15/10	KHMF	B	950.00	950,000.00	49.00	BCAPUK
01/12/10	01/15/10	KHMF	B	950.00	950,000.00	49.00	JPCHUS
01/11/10	01/14/10	KHMF	B	1,900.00	1,900,000.00	47.25	JPCHUS
01/08/10	01/13/10	KHMF	B	950.00	950,000.00	45.25	BCAPUK
01/07/10	01/12/10	KHMF	B	2,369.00	2,369,000.00	44.00	BCAPUK
				21,844.00	21,844,000.00		

Vitro 8 5/8 02/01/12

Trade date	SettleDt	Account	B/S	Qty	Face value	Price	Purchased from
07/14/10	07/19/10	KHMF	B	1,906.00	1,906,000.00	46.75	BCAPUK
03/05/10	03/10/10	KHMF	B	2,850.00	2,850,000.00	48.5	JPCHUS
03/05/10	03/10/10	KHMF	B	2,850.00	2,850,000.00	48.25	BCAPUK
03/05/10	03/10/10	KHMF	B	1,425.00	1,425,000.00	48.125	BCAPUK
03/02/10	03/05/10	KHMF	B	1,900.00	1,900,000.00	46.25	JPCHUS
01/20/10	01/25/10	KHMF	B	1,268.25	1,268,250.00	50	PRINCE
01/13/10	01/19/10	KHMF	B	1,615.00	1,615,000.00	49	JPCHUS
01/12/10	01/15/10	KHMF	B	950.00	950,000.00	49	JPCHUS
01/12/10	01/15/10	KHMF	B	950.00	950,000.00	49	BCAPUK
01/11/10	01/14/10	KHMF	B	1,900.00	1,900,000.00	47.25	JPCHUS
01/07/10	01/12/10	KHMF	B	220.00	220,000.00	44	MITRUS
01/07/10	01/12/10	KHMF	B	2,369.00	2,369,000.00	44	BCAPUK
				20,203.25	20,203,250.00		

ADVISOR: KNIGHTHEAD CAPITAL MANAGEMENT LLC

FUND: KNIGHTHEAD MASTER FUND LP

PAGE 4 OF 4

PAGE 4 OF 4
BASE CURRENCY: USD

PRINT DATE: Jun 14, 2010 07:54 AM

SECTION 1

Search is not good for anything but the first few results. This makes it a bad choice for most search engines.

any questions regarding the nature of his services, or the nature of his compensation, should be directed to his attorney or his accounting firm.

TRAITS
SOCIETY
CULTURE
CIVILISATION
PERSONALITY

U.S.DOLLAR • TRADE ACTIVITY

VITRO SA, DE CV & 65% 02/01/2012 USD SER B SR ÜEN M-W-450.008P
01/13/10 01/18/10 BNY
92251RAC

U.S. DOLLAR • NON-TRADE ACTIVITY

US DOLLAR CLOSING BALANCE

UK POUND STERLING OPENING RATE

卷之三

11K POUND STEER

卷之三

KNIGHTHEAD MASTER FUND LP is comprised of account number(s) 002256831, 002254456, 002233796, 002416850, 023329821, 023944077

This material is not an official Goldman Sachs statement. If there is any discrepancy between this material and your official statement, the official statement should be relied upon.

CORPORATE OWNERSHIP STATEMENT

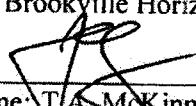
Rule 1007(a)(1) and Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") incorporate the disclosure required under Bankruptcy Rule 7007.1, which provides that any corporation that is party to an adversary proceeding shall file a statement that identifies any corporation that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or otherwise states that there are no entities to report. Brookville Horizons Fund, L.P. (the "Petitioning Creditor") hereby submits that it is a limited partnership, and therefore is not subject to the disclosure requirements contained in Bankruptcy Rule 7007.1.

In accordance with 28 U.S.C. § 1746, I, the undersigned authorized officer of the Petitioning Creditor, hereby declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief.

Date: November 17, 2010

BROOKVILLE HORIZONS FUND, L.P.

By: Brookville Horizons Fund GP, LLC


Name: T.A. McKinney
Title: Authorized Signatory

**Rule 1003 Statement Regarding Claims of
Brookville Horizons Fund, L.P.**

The undersigned hereby state that the claims totaling \$2,000,000 held by Brookville Horizons Fund, L.P. (the "Petitioning Creditor") against the company named in the attached involuntary petition (the "Debtor") were acquired on July 29, 2010 for the approximate consideration of \$1,015,000 as reflected in the attached documents. Such claims are based on the Petitioning Creditor's holdings of 9 $\frac{1}{8}$ % Senior Notes due 2017. Such claims are based upon principal only and are exclusive of interest, fees, costs and other charges. The Petitioning Creditor acquired its claims on the open market for investment purposes and not for the purpose of commencing a bankruptcy case against the Debtor.

Date: November 17, 2010

Brookville Horizons Fund, L.P.

By *Terry*

Name *T.A. McKinney*
Title *Authorized Signatory*

From: EILEEN MCLOUGHLIN, JPMORGAN SECURITIES [mailto:em012103@bloomberg.net]
Sent: Thursday, July 29, 2010 4:50 PM
To: #DerivOps
Subject: ID : 92851RAD9 *Trade Ticket* As of Date: 7/29/2010

ID : 92851RAD9 *Trade Ticket* As of Date: 7/29/2010
TRDR/SLS : CHRISTOPHER BOEGE Settlement : 8/3/2010
SELLS : 2M (M) ISSUER:VITRO SAB DE CV
Security : VITROA 9 1/4 02/01/17
Price : 50.75 Yield:22.789252 Yield to: 2/1/2017 at 100.00

Notes :JPM SELL - BROOKVILLE A/C GS - THANKS

		{ 92851RAD9 CORP DES
<GO>		
Principal	USD	1,015,000.00
Accrued	(0 days)	0.00
Transaction Costs		0.00
Total	USD	1,015,000.00

** THIS TICKET GENERATED BY BLOOMBERG TOMS / POMS SYSTEM **
To learn more about the BLOOMBERG Professional® service,
<http://www.bloomberg.com>

CORPORATE OWNERSHIP STATEMENT

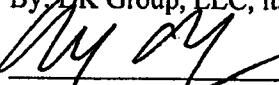
Rule 1007(a)(1) and Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") incorporate the disclosure required under Bankruptcy Rule 7007.1, which provides that any corporation that is party to an adversary proceeding shall file a statement that identifies any corporation that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or otherwise states that there are no entities to report. Davidson Kempner Distressed Opportunities Fund LP (the "Petitioning Creditor") hereby submits that it is a limited partnership, and therefore is not subject to the disclosure requirements contained in Bankruptcy Rule 7007.1.

In accordance with 28 U.S.C. § 1746, I, the undersigned authorized officer of the Petitioning Creditor, hereby declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief.

Date: November 17, 2010

DAVIDSON KEMPNER DISTRESSED
OPPORTUNITIES FUND, LP

By: DK Group, LLC, its General Partner



Name: Anthony A. Yoseloff
Title: Managing Member

**Rule 1003 Statement Regarding Claims of
Davidson Kempner Distressed Opportunities Fund LP**

The undersigned hereby states that the claims totaling \$11,637,000.00 held by Davidson Kempner Distressed Opportunities Fund LP (the "Petitioning Creditor") against the company named in the attached involuntary petition (the "Debtor") were acquired on various dates from June 23, 2010 to August 11, 2010 for the approximate consideration of \$5,474,913.75 as reflected in the attached documents. Such claims are based on the Petitioning Creditor's holdings of 9 $\frac{1}{8}$ % Senior Notes due 2017, 11 $\frac{3}{4}$ % Senior Notes due 2013, and 8 $\frac{5}{8}$ % Senior Notes due 2012. Such claims are based upon principal only and are exclusive of interest, fees, costs and other charges. The Petitioning Creditor acquired its claims on the open market for investment purposes and not for the purpose of commencing a bankruptcy case against the Debtor.

Date: November 17, 2010

DAVIDSON KEMPNER DISTRESSED
OPPORTUNITIES FUND, LP

By: DK Group, LLC, its General Partner


Name: Anthony A. Yoseloff
Title: Managing Member

REPORT NO BCD039-B
REPT DATE 09/28/10

J.P. MORGAN CHASE BANK, N.A.
NET EQUITY REPORT

AS OF 09/28/10 PAGE 273

DAVIDSON KEMPFNER DISTRESSED

113-60246-17

SEIDOL	CUSIP	QUANTITY	DESCRIPTION	PRICE / PER SHARE / BOND	MARKET VALUE	ACCRUED COUPON/INTEREST DIVIDEND	NET VALUE
--------	-------	----------	-------------	-----------------------------	--------------	--	-----------

810JHP1*92851FA05	908,000.00000	***VITRO S A DE C V SR NT	49.2500	447,190.00	43,861.44	491,051.44
• 92851RA1	227,000.00000	***VITRO S A B DE C V SR NT	49.2500	111,797.50	6,471.86	118,269.36
• 92851RAD9	2,983,000.00000	***VITRO S A B DE C V SR NT	49.2500	1,469,127.50	43,854.24	1,512,981.74

Daily Margin Position Summary Report
As of 09/28/2010

Account Name: DK DIS OPP FUND
Account Number: 102-31886-USD-24
Family Code: URD-X

Sec No / Sec Des	SYMBOL	CUSIP / ISIN	Previous Position	Quantity Bought	Quantity Sold	Closing Position	Closing Price	Market Value	Curr	Profit / Loss	Daily
REG T	\$325,542 MAINTENANCE		\$325,542			NET MV		325,542 NET PL	11,660	1,652	
588VXN7	92857RAD9	(C)									
***VITRO S A B DE C V SR NT	6,858,000L			6,858,000L	49 1/4		3,377,565	150,861		17,145	
02/01/17	9.1250										

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Daily Margin Position Summary Report
As of 09/28/2010

Account Name: DK DIS OPP FUND
Account Number: 102-31886-USD-24
Family Code: URD-X

Sec No / Sec Des	SYMBOL	CUSIP / ISIN	Previous Position	Quantity Bought	Sold	Closing Position	Closing Price	Market Value	Cum	Profit / Loss	Daily
---------------------	--------	-----------------	----------------------	--------------------	------	---------------------	------------------	-----------------	-----	---------------	-------

5921042	92851FADS	(C)	661,000L			49 1/4		325,542		11,660	1,652
***TITRO S A DE C V SR NT											
11/01/13	11.7500										
--- SETT. DATE	POS	---	661,000L								

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CORPORATE OWNERSHIP STATEMENT

In accordance with Rule 1007(a)(1) and Rule 1010(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), which incorporate the disclosure required under Rule 7007.1 of the Bankruptcy Rules, Lord Abbett Bond Debenture Fund (the "Petitioning Creditor") hereby states that the following corporations directly or indirectly own 10% or more of any class of the Petitioning Creditor's equity interests as of the date hereof:

Edward Jones & Co. (on behalf of various beneficial owners)

MLPF&S For the Sole Benefit of Its Customers

In accordance with 28 U.S.C. § 1746, I, the undersigned authorized officer of the Petitioning Creditor, hereby declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Date: NOVEMBER 17, 2010

LORD ABBETT BOND-DEBENTURE FUND, INC.

By Lawrence H. Kaplan
Name: Lawrence H. Kaplan
Title: Vice President & Secretary

**Rule 1003 Statement Regarding Claims of
Lord Abbett Bond-Debenture Fund, Inc.**

The undersigned hereby state that the claims totaling \$20,000,000.00 held by Lord Abbett Bond Debenture Fund (the "Petitioning Creditor") against the company named in the attached involuntary petition (the "Debtor") were acquired on various dates from January 25, 2007 to November 6, 2007 for the approximate consideration of \$20,294,881.25 as reflected in the attached documents. Such claims are based on the Petitioning Creditor's holdings of 9 1/8% Senior Notes due 2017. Such claims are based upon principal only and are exclusive of interest, fees, costs and other charges. The Petitioning Creditor acquired its claims on the open market for investment purposes and not for the purpose of commencing a bankruptcy case against the Debtor.

Date: NOVEMBER 17, 2010

LORD ABBETT BOND-DEBENTURE FUND, INC.

By Lawrence H. Kaplan
Name: Lawrence H. Kaplan
Title: Vice President & Secretary

TRANSACTION ADVICE

TRANS NO.: 4283193

VENDOR TRANS NO.: 10846020070518

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Lehman Brothers

Security ID: 92851RAB3

TRADE DATE: 05/18/2007
SETTLEMENT DATE: 05/23/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.
144A NCV 9.125% 02/01/2017
9 1/8 Due 2/1/2017 FA1
Dated Code: Normal
Dated Date: 02/01/2007

UNITS:	1,400,000.00
PRICE:	105.375000
PRINCIPAL	1,475,250.00
ACCRUED INTEREST:	39,744.44
COMMISSION:	0.00
FEES	0.00

CASH: USD 1,514,994.44

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4271635

VENDOR TRANS NO.: 10393320070514

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Lehman Brothers

Security ID: 92851RAB3

TRADE DATE: 05/14/2007

SETTLEMENT DATE: 05/17/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.

UNITS: 1,600,000.00

144A NCV 9.125% 02/01/2017

PRICE: 104.550000

9 1/8 Due 2/1/2017 FA1

PRINCIPAL 1,672,800.00

Dated Code: Normal

ACCRUED INTEREST: 42,988.89

Dated Date: 02/01/2007

COMMISSION: 0.00

FEES 0.00

CASH: USD 1,715,788.89

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Authorized Signature

Date: 09/23/2010

TRANSACTION ADVICE

TRANS NO.: 4226333

VENDOR TRANS NO.: 9207620070425

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Barclay Investments

Security ID: 92851RAB3

TRADE DATE: 04/25/2007

SETTLEMENT DATE: 04/30/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.
144A NCV 9.125% 02/01/2017

9 1/8 Due 2/1/2017 FA1

Dated Code: Normal

Dated Date: 02/01/2007

UNITS:	925,000.00
PRICE:	105.000000
PRINCIPAL	971,250.00
ACCRUED INTEREST:	20,867.10
COMMISSION:	0.00
FEES	0.00

CASH: USD 992,117.10

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4225704

VENDOR TRANS NO.: 9179720070424

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Credit Suisse Algo

Security ID: 92851RAB3

TRADE DATE: 04/24/2007

SETTLEMENT DATE: 04/27/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.

144A NCV 9.125% 02/01/2017

9 1/8 Due 2/1/2017 FA1

Dated Code: Normal

Dated Date: 02/01/2007

UNITS: 900,000.00

PRICE: 104.750000

PRINCIPAL 942,750.00

ACCRUED INTEREST: 19,618.75

COMMISSION: 0.00

FEES 0.00

CASH: USD 962,368.75

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Authorized Signature

Date: 09/23/2010

TRANSACTION ADVICE

TRANS NO.: 4205928

VENDOR TRANS NO.: 8872620070417

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Morgan Stanley

Security ID: 92851RAB3

TRADE DATE: 04/17/2007

SETTLEMENT DATE: 04/20/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.

UNITS: 1,375,000.00

144A NCV 9.125% 02/01/2017

PRICE: 103.750000

9 1/8 Due 2/1/2017 FA1

PRINCIPAL 1,426,562.50

Dated Code: Normal

ACCRUED INTEREST: 27,533.42

Dated Date: 02/01/2007

COMMISSION: 0.00

FEES 0.00

CASH: USD

1,454,095.92

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Authorized Signature

Date: 09/23/2010

TRANSACTION ADVICE

TRANS NO.: 4163926

VENDOR TRANS NO.: 7623420070330

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Morgan Stanley

Security ID: 92851RAB3

TRADE DATE: 03/30/2007

SETTLEMENT DATE: 04/04/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.	UNITS:	1,475,000.00
144A NCV 9.125% 02/01/2017	PRICE:	102.625000
9 1/8 Due 2/1/2017 FA1	PRINCIPAL	1,513,718.75
Dated Code: Normal	ACCRUED INTEREST:	23,553.91
Dated Date: 02/01/2007	COMMISSION:	0.00
	FEES	0.00
	CASH: USD	1,537,272.66

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4159314

VENDOR TRANS NO.: 7475020070328

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Credit Suisse Algo

Security ID: 92851RAB3

TRADE DATE: 03/28/2007

SETTLEMENT DATE: 04/02/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.
144A NCV 9.125% 02/01/2017

UNITS: 1,500,000.00

9 1/8 Due 2/1/2017 FA1

PRICE: 102.500000

Dated Code: Normal

PRINCIPAL: 1,537,500.00

Dated Date: 02/01/2007

ACCRUED INTEREST: 23,192.71

COMMISSION: 0.00

FEES: 0.00

CASH: USD 1,560,692.71

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Authorized Signature

Date: 09/23/2010

TRANSACTION ADVICE

TRANS NO.: 4156184

VENDOR TRANS NO.: 7414220070326

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.
Account No.: FDB1
BROKER/DEALER: UBS Securities Inc.

Security ID: 92851RAB3 TRADE DATE: 03/26/2007
SETTLEMENT DATE: 03/29/2007

SECURITY DESCRIPTION	PURCHASE
Vitro S.A. 144A NCV 9.125% 02/01/2017 9 1/8 Due 2/1/2017 FA1 Dated Code: Normal Dated Date: 02/01/2007	UNITS: 2,000,000.00 PRICE: 102.625000 PRINCIPAL 2,052,500.00 ACCRUED INTEREST: 29,402.78 COMMISSION: 0.00 FEES 0.00
	CASH: USD 2,081,902.78

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4003261

VENDOR TRANS NO.: 3568520070125

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Morgan Stanley

Security ID: 92851RAB3

TRADE DATE: 01/25/2007

SETTLEMENT DATE: 02/01/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.

144A NCV 9.125% 02/01/2017

9 1/8 Due 2/1/2017 FA1

Dated Code: Normal

Dated Date: 02/01/2007

UNITS: 6,325,000.00

PRICE: 98.400000

PRINCIPAL 6,223,800.00

ACCRUED INTEREST: 0.00

COMMISSION: 0.00

FEES 0.00

CASH: USD 6,223,800.00

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4648563

VENDOR TRANS NO.: 21508320071106

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.
Account No.: FDB1
BROKER/DEALER: Barclay Investments

Security ID: 92851RAD9 TRADE DATE: 11/06/2007
SETTLEMENT DATE: 11/09/2007

SECURITY DESCRIPTION	PURCHASE
Vitro S.A.	UNITS: 1,500,000.00
NCV 9.125% 02/01/2017	PRICE: 98.750000
9 1/8 Due 2/1/2017 FA1	PRINCIPAL 1,481,250.00
Dated Code: Normal	ACCRUED INTEREST: 37,260.42
Dated Date: 08/01/2007	COMMISSION: 0.00
	FEES 0.00
	CASH: USD 1,518,510.42

BK ACCT CURR:
FUNC. FX RATE: USD/USD 1.00000000
SETTLEMENT METHOD: US - DTC
MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Date: 09/23/2010

Authorized Signature

TRANSACTION ADVICE

TRANS NO.: 4633458

VENDOR TRANS NO.: 21197120071031

DATE: 09/23/2010

To: State Street Bank
1200 Crown Colony Drive
Quincy, MA 02169

Attn: State Street Bank

In accordance with the terms of our existing custody agreement, you are authorized to settle the transaction set forth below:

ACCOUNT: Lord Abbett Bond Debenture Fund, Inc.

Account No.: FDB1

BROKER/DEALER: Barclay Investments

Security ID: 92851RAD9

TRADE DATE: 10/31/2007

SETTLEMENT DATE: 11/05/2007

SECURITY DESCRIPTION

PURCHASE

Vitro S.A.

UNITS: 1,000,000.00

NCV 9.125% 02/01/2017

PRICE: 99.750000

9 1/8 Due 2/1/2017 FA1

PRINCIPAL 997,500.00

Dated Code: Normal

ACCRUED INTEREST: 23,826.39

Dated Date: 08/01/2007

COMMISSION: 0.00

FEES 0.00

CASH: USD

1,021,326.39

BK ACCT CURR:

FUNC. FX RATE: USD/USD 1.00000000

SETTLEMENT METHOD: US - DTC

MANAGER: Chris Towle

SPECIAL INSTRUCTIONS:

Authorized Signature

Authorized Signature

Date: 09/23/2010